

EXECUTIVE COMMITTEE

COMMITTEE CHARTER

The Executive Committee (the "Committee") of the Board of Trustees (the "Board") of the Foodbank of Santa Barbara County ("FBSB") shall have the oversight responsibility, authority and specific duties as described below.

COMPOSITION

The Committee shall be a Committee of the Board and, as such, will solely be comprised of members of the Board. The Committee shall be comprised of four or more independent Trustees as determined by the Board and in accordance with the bylaws and California Nonprofit Law. Committee members shall be selected by the vote of a majority of the Trustees then in office. Members shall include the Chairperson, Vice Chairperson, Secretary, and Treasurer. No member of the Committee shall be an employee of FBSB or any of its subsidiaries or any affiliate thereof. Determinations as to whether a particular Trustee satisfies the requirements to serve on the Committee shall be made by the Board and shall be reviewed at least annually.

If a member of the Committee for any reason believes that he or she no longer is able to satisfy the legal requirements, or requirements set forth in this Committee Charter, that are necessary to serve on the Committee, the member shall immediately notify the Chairman of the Board as to this fact and shall resign his or her position as a member of the Committee at the next scheduled Board meeting.

Committee members shall be appointed from time to time by the Board. Each member shall serve until his or her successor is appointed, unless he or she shall resign or be removed by the Board or shall otherwise cease to be a Trustee of FBSB. When a vacancy occurs on the Committee, it may be filled by the Board. The Board shall fill any vacancy on the Committee as soon as practical.

The Chair of the Committee may be designated by the Chairperson of the Board or, if the Chairperson does not do so, the members of the Committee may elect a Chair by vote of a majority of the Committee's members.

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OPERATION

Subject to the direction and control of the Board, and to any laws regarding privacy, employment, or as otherwise applicable, the Committee shall have access to such officers and employees of FBSB and to such information respecting FBSB as it considers to be necessary or advisable in order to perform its duties and responsibilities.

The Committee has the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties and to set and pay the compensation for any such counsel and advisors, such services to be solely at the expense of FBSB.

Committee Meetings shall be conducted as follows:

1. The Committee shall meet at least twice annually at such times and at such locations as the Chair of the Committee shall determine, provided that at least one of the meetings shall be scheduled to review the statement of executive compensation required pursuant to FBSB bylaws, this Committee Charter, and applicable laws. In addition, the Chair of the Committee may call a special meeting of the Committee at any time.
2. The Committee Chair shall hold an executive session portion, without (i) the Chief Executive Officer, (ii) the Chief Financial Officer, (iii) Chief Operating Officer, and (iii) staff Officers (referred to herein as “FBSB Management”) present, at every Committee meeting.
3. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or electronic video screen communication that permits all persons participating in the meeting to hear each other. Participation in a meeting through use of electronic transmission by or to FBSB, other than conference telephone and electronic video screen communication, constitutes presence in person at that meeting if each member can communicate with all of the other members concurrently and each member is provided the means of participating in all matters before the Committee, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by FBSB.

4. If the Chair of the Committee is not present at any meeting of the Committee, one of the other members of the Committee who is present at the meeting shall be chosen by the Committee to preside at the meeting.
5. The Chair shall, in consultation with FBSB Management, establish the agenda for the meetings and instruct FBSB Management to ensure that properly prepared agenda materials are circulated to the Committee with sufficient time for study prior to the meeting.
6. Every resolution considered at a Committee meeting shall be decided by a majority of the votes cast unless the bylaws or the law require a greater vote.
7. The Chief Executive Officer of FBSB shall be available to advise the Committee, and may attend meetings at the invitation of the Chair of the Committee. Other FBSB Management representatives and/or Board members may be invited to attend.
8. All Committee actions, including any resolutions regarding executive compensation, will be recorded in meeting minutes.
9. The Corporate Secretary shall act as secretary for the purposes of recording the minutes of each Committee meeting. If no Corporate Secretary has been appointed or the Corporate Secretary is not present at the meeting, a Committee member, or any other person selected by the Committee, shall be appointed at each meeting to act as secretary for the purpose of recording the minutes of each meeting. A meeting's minutes shall be reviewed and approved at the next regular meeting of the Committee or by prior unanimous written consent of Committee members.

The Committee shall provide the Board with a summary of all meetings together with a copy of the minutes from such meetings. Where minutes have not yet been prepared, the Chair shall provide the Board with oral reports on the activities of the Committee. All information reviewed and discussed by the Committee at any meeting shall be retained and made available for examination by the Board

upon request to the Chair.

AUTHORITY AND RESPONSIBILITIES

The Committee is a Committee of the Board that has been delegated some authority of the Board. Its primary function is to assist the Board in fulfilling its oversight responsibilities with respect to human resources and compensation matters, and to establish a plan of continuity and development of senior FBSB Management.

The Committee shall:

10. Act with full Board authority in situations that require decisions when it is inconvenient or not possible to notice and convene a meeting of the Board. In all instances of the Executive Committee acting with authority of the Board, the Chairperson will report all such actions to the Board at the next regularly scheduled Board meeting.
11. Review succession plans for key FBSB Management positions and the performance and development of the Chief Executive Officer and other officers and senior FBSB Management.
12. Make recommendations to the Board with respect to the salary and other remuneration, including benefits, to be awarded to the Chief Executive Officer.
13. In consultation with the Chief Executive Officer, review the appointment of and approve the compensation and other remuneration, including benefits, for officers and other senior FBSB Management (other than the Chief Executive Officer), provided that persons with a conflict of interest with respect to the compensation arrangement at issue do not participate in such review and approval.
14. Compensation for senior FBSB Management will be reviewed, at minimum, at the following three points in time: (1) at initial hiring of the officer, (2) upon renewal or extension of the officer's employment term, (3) upon modification of the officer's compensation.
15. In consultation with the Chief Executive Officer, develop programs and make recommendations to the Board regarding all compensation principles or related

policy matters including, but not limited to, the annual budget for base salaries and bonuses, long-term incentives such as retirement or 457 plans, and other benefits.

16. Ensure that compensation is "just and reasonable," linked to meaningful and measurable performance targets, and given in return for services actually rendered to FBSB. Consideration of comparables, officer's qualifications and other relevant factors will be included in the evaluation of all executive compensation.
17. Evaluate FBSB Management's recommendations for human resources principles and policies and ensure that material recommendations are brought forward for Board approval.
18. Review and recommend to the Board for approval any statement of FBSB Management compensation that may be required by applicable law and regulations, including but not limited to Schedule 7 of the Form 990 report.
19. At least annually, review and make recommendations to the Governance Committee with respect to this Committee Charter.
20. Perform any other activities consistent with this Committee Charter and with governing law as the Committee or the Board deems necessary or appropriate.

Date 30 MARCH 2022 Adopted:

Signed: James C. Houck, Board Chair
— JAMES C. Houck, Committee
Chair